

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE
MEMPHIS DIVISION**

B.E. TECHNOLOGY, L.L.C.,

Plaintiff,

v.

BARNES & NOBLE, INC.,

Defendant.

Case No. 2:12-cv-02823-JPM-tmp

JURY TRIAL REQUESTED

DECLARATION OF DANIEL GILBERT IN SUPPORT OF DEFENDANT BARNES & NOBLE, INC.'S MOTION TO TRANSFER VENUE PURSUANT TO 28 U.S.C. § 1404(a)

I, Daniel Gilbert, declare:

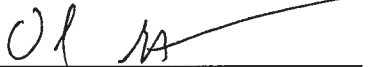
1. I am the Executive Vice President of Operations and Customer Service at Barnes & Noble, Inc. ("Barnes & Noble") and have held that position since April 2010. I work at Barnes & Noble's offices in Palo Alto, California. I have personal knowledge of the following, and if called as a witness I could and would testify competently thereto.
2. I am responsible for the end-to-end supply chain for the NOOK[®] product line and for customer service operations.
3. Over 400 employees work at Barnes & Noble's offices in Palo Alto, California. The Barnes & Noble employees most knowledgeable of the design, development, and operation of the NOOK[®] products work at Barnes & Noble's offices in Palo Alto, California. These employees are primarily responsible for selecting and sourcing components for NOOK[®] products, designing NOOK[®] products, developing the specifications for NOOK[®] products, and developing

software for NOOK[®] products. If the Barnes & Noble employees described in this paragraph were called away from their normal job responsibilities for a significant amount of time, it would adversely affect Barnes & Noble's operations.

4. Substantially all of the documents related to the development, design, and components of the NOOK[®] products are located in Barnes & Noble's offices in Palo Alto. These documents include device and component specifications, design drawings, contracts with key commodity suppliers, and software development plans. I am not aware of any documents relating to the design or operation of NOOK[®] products that are located in the Western District of Tennessee, other than product-related documents that would be in the possession of Barnes & Noble bookstores throughout the United States.

5. I am not aware of any Barnes & Noble employees located in Tennessee that are likely to have the types of information or documents relating to NOOK[®] products that I have described above.

Executed this 4th day of January, 2013 at Palo Alto, California.

A handwritten signature in black ink, appearing to read "Daniel Gilbert", is written over a horizontal line.

Daniel Gilbert